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and U.S. Bank Trust National Association, as  
Owner Trustee

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>GENERAL MOTORS CORP., et al.</b>	)	<b>Case No. 09-50026 (REG)</b>
	)	
<b>Debtors.</b>	)	<b>Jointly Administered</b>
	)	
	)	

**NOTICE OF WITHDRAWAL OF OBJECTION OF GE CAPITAL  
CORPORATION AND CERTAIN OF ITS AFFILIATES AND U.S. BANK,  
AS OWNER TRUSTEE ON ITS BEHALF, TO (I) DEBTORS' MOTION TO  
ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS AND (II) TO  
NOTICE OF (A) DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN  
EXECUTORY CONTRACTS, UNEXPIRED LEASES OF PERSONAL  
PROPERTY AND UNEXPIRED LEASES OF NONRESIDENTIAL  
REAL PROPERTY AND (B) CURE AMOUNTS RELATED THERETO**

PLEASE TAKE NOTICE THAT:

General Electric Capital Corporation and certain of its affiliates (collectively, "GECC"),  
by and through their undersigned counsel, hereby withdraw the Objection of GE Capital  
Corporation and Certain of its Affiliates and U.S. Bank, as Owner Trustee on its Behalf, to (I)

Debtors' Motion to Assume and Assign Certain Executory Contracts and (II) to Notice of (A) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property and Unexpired Leases of Non-Residential Real Property and (B) Cure Amounts Related Thereto (Docket No. 1143) ("the Objection"). This withdrawal of the Objection shall not affect the rights of GECC under the Stipulation and Order Resolving Objection to Sale Motion, entered by the court on July 2, 2009 (Docket No. 2947).

Dated: December 14, 2009  
New York, NY

Respectfully submitted,

**LATHAM & WATKINS LLP**

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